

ENTERED

January 27, 2023

Nathan Ochsner, Clerk

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MINING PROJECT WIND DOWN HOLDINGS, INC.
(f/k/a Compute North Holdings, Inc.), *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
)
) (Jointly Administered)
) **Re: Docket Nos. 91, 256, 812****ORDER APPROVING
REJECTION OF CERTAIN EXECUTORY
CONTRACTS OR UNEXPIRED LEASES AND ABANDONMENT
OF PROPERTY IN CONNECTION THEREWITH (CUSTOMER CONTRACTS)
FOURTH NOTICE OF REJECTION**

Pursuant to and in accordance with the order of this Court entered on October 24, 2022 [Docket No. 256] (the “Rejection Procedures Order”)² entered in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”); and the Debtors having properly filed with this Court and served on the Rejection Notice Parties a notice (the “Rejection Notice”) of their intent to reject certain executory contracts (the “Rejected

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rejection Procedures Order.

Contracts”) identified on **Exhibit 1** attached hereto in accordance with the terms of the Rejection Procedures Order; and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Rejected Contracts identified on **Exhibit 1** attached hereto are hereby rejected as set forth herein, effective as of the later of: (a) the Rejection Date set forth on **Exhibit 1** and (b) such other date as determined by the Court (the “Rejection Date”).

2. Effective as of the Removal Deadline (as defined below), any interests that the Debtors’ chapter 11 estates may have, including any security interests, in the cryptocurrency miners and related equipment (the “Customer Miners”) relating to the colocation and operation agreements between the Debtors and customers of the Debtors (the “Customers”) listed on **Exhibit 1** are deemed abandoned to the operator of the premises where the Customer Miners are located. The Customers must remove the Customer Miners from the Facilities or otherwise arrange for the disposal of the Customer Miners, if any, within twenty one (21) days after the entry of this Order (the “Removal Deadline”). _____

3. If Customers fail to remove the Customer Miners by the Removal Deadline, the operator of the premises where the Customer Miners are located may exercise any remedies available to such operator of the premises under applicable law with respect to the Customer Miners located at the premises.

4. If any affected Customer to a Rejected Contract asserts a claim against the Debtors arising from the rejection of the Rejected Contract, the Customer shall submit a proof of claim by the later of (a) the deadline fixed by the Bankruptcy Court to file general unsecured proofs of claim; or (b) thirty (30) days after the entry of this Order.

5. If a Customer does not timely file a proof of claim in accordance with the terms of the Rejection Procedures Order and this Order, the Counterparty shall not be treated as a creditor with respect to such claims for voting on any chapter 11 plan in these Chapter 11 Cases and shall be forever barred from asserting claims for rejection damages and from participating in any distributions made in connection with these Chapter 11 Cases on account of such rejection damages.

6. Nothing herein shall reject any portion of the Rejected Contract that was partially assigned prior to the Petition Date.

7. Nothing herein shall prejudice the Debtors' rights to argue that any of the Rejected Contracts were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Rejected Contracts is limited to the remedies available under any applicable termination provision of such Rejected Contract or that any such claim is an obligation of a third party, and not that of the Debtors or their estates.

8. Nothing contained in this Order, nor any payment made pursuant to the authority granted by this Order, is intended to be or shall be construed as: (a) an admission as to the validity of any claim against the Debtors, (b) a waiver or limitation of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim, (c) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (d) an agreement or obligation to pay any claims, (e) a waiver of any claims or causes of action which may exist against

any creditor or interest holder, or (f) an approval, assumption, or adoption of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

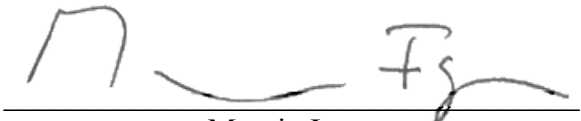
9. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights of or enhance the status of any claim by any party.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order is immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

12. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Signed: January 27, 2023



Marvin Isgur
United States Bankruptcy Judge

Exhibit 1 to Rejection Order**List of Rejected Contracts**

Counterparty Name	Counterparty Notice Information	Contract	Debtor	Proposed Rejection Date	Facility Location of Customer Miners	Contact Party for the Operator of the Facility Location
Bajaj, Jay (Haylo Group)	Haylo Group Inc. 701 Tillery St, #12, Unit 100 Attn: Jay Bajaj Austin, TX 78702 Jay@haylo.vc	Master Agreement, dated April 20, 2021	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Bajaj, Jay (Haylo Group)	Haylo Group Inc. 701 Tillery St, #12, Unit 100 Attn: Jay Bajaj Austin, TX 78702 Jay@haylo.vc	Order Form, dated July 18, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
BitNile (Ault)	BitNile Inc. 22522 Southern Highlands Pkwy Attn: William Horne Las Vegas, NV 89141 BitNile Inc. 11411 Southern Highlands Pkwy, Suite 240 Las Vegas, NV 89141 Darren@BitNile.com	Master Agreement, dated August 15, 2022 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Compass Mining Inc.	Compass Mining Inc. 251 Little Falls Dr. Attn: Thomas Helloer Wilmington, DE 19808 Compass Mining Inc. C/O Armstrong Teasdale LLP Attn: John G. Willard 7700 Forsyth Blvd, Suite 1800 Saint Louis, MO 63105 Jwillard@atllp.com	Master Agreement, dated March 18, 2021	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com

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Compass Mining Inc.	Compass Mining Inc. 251 Little Falls Dr. Attn: Thomas Helloer Wilmington, DE 19808 Compass Mining Inc. C/O Armstrong Teasdale LLP Attn: John G. Willard 7700 Forsyth Blvd, Suite 1800 Saint Louis, MO 63105 Jwillard@atllp.com	Order Form, dated April 22, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Culver Ventures	Culver Ventures LLC 5830 E 2 nd St, Suite 7000-3771 Attn: Shyam Bajaj Casper, WY 82609 Sbajaj@culverventures.com	Master Agreement, dated August 19, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Culver Ventures	Culver Ventures LLC 5830 E 2 nd St, Suite 7000-3771 Attn: Shyam Bajaj Casper, WY 82609 Sbajaj@culverventures.com	Order Form, dated April 15, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Decimal Group	Decimal Group 153 Valley St, Suite 26 South Orange, NJ 07079 Roshan@decimalgroup.io MSilverman@pryorcashman.com	Master Agreement, dated January 27, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Decimal Group	Decimal Group 153 Valley St, Suite 26 South Orange, NJ 07079 Roshan@decimalgroup.io MSilverman@pryorcashman.com	Order Form, dated February 1, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Digital Alchemy	Digital Alchemy 2408 NW 40 th Circle Attn: Ron Cohen Boca Raton, FL 33431 Dwolgin@gmail.com	Master Agreement, dated July 26, 2022 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com

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	Digital Alchemy C/O Polsinelli PC 2950 N Harwood St, #2100 Dallas, TX 75201 ggodfrey@polsinelli.com LBoydston@Polsinelli.com					
Edge Mode	Edge Mode 350 N Orleans St Attn: Simon Wajcenberg Chicago, IL 60654 Simon@edgemode.io Edge Mode 110 E Broward Blvd Fort Lauderdale, FL 33301 Simon@edgemode.io	Master Agreement, dated April 20, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Edge Mode	Edge Mode 350 N Orleans St Attn: Simon Wajcenberg Chicago, IL 60654 Simon@edgemode.io Edge Mode 110 E Broward Blvd Fort Lauderdale, FL 33301 Simon@edgemode.io	Order Form, dated June 29, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Foundry Digital LLC	Foundry Digital LLC Attn: Michael Colyer, CEO 250 Park Ave S, 5 th Fl New York, NY 10003 Foundry Digital LLC Attn: Mike Colyer & Licia Barra 1100 Pittsford Victor Rd. Pittsford, NY 14534	Master Agreement, dated October 29, 2020 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow; North Sioux City	<u>Wolf Hollow</u> US Bitcoin Corp. Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com <u>North Sioux City</u>

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	<p>Foundry Digital LLC c/o Milbank LLP Attn: Abhilash M. Raval, Eric K. Stodola & Edward R. Linden 55 Hudson Yards New York, NY 10001-2163 Phone: (212) 530-5000 Email: araval@milbank.com; estodola@milbank.com; elinden@milbank.com</p> <p>Foundry Digital LLC Attn: Mike Colyer & Licia Barra 350 East Ave., Suite 201 Rochester, NY 14604 Email: mcolyer@foundrydigital.com; lbarra@foundrydigital.com</p> <p>Schulte Roth & Zabel LLP Counsel to Foundry Digital Attn: Kristine G. Manoukian & Peter J Amend 919 Third Avenue New York, NY 10022 Phone: (212) 756-2000 Email: Kristine.manoukian@srz.com; peter.amend@srz.com</p> <p>Porter Hedges LLP Counsel to Foundry Digital Attn: John F. Higgins, M. Shane Johnson & Megan N. Young-John 1000 Main St., 36th Fl. Houston, TX 77002 Phone: (713) 226-6000</p>					<p>James Stanton JStanton@foundrydigital.com 585-512-8908</p> <p>Ben Stoos ben.stoos@computenorth.com 712-223-9429</p>

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	Email:jhiggins@porterhedges.com; sjohnson@porterhedges.com; myoung-john@porterhedges.com HMB Legal Counsel Counsel to Foundry Digital LLC Attn: Ati P. Khatri 500 West Madison, Suite 3700 Chicago, IL 60661 Email: akhatri@hmblaw.com					
Foundry Digital LLC	Foundry Digital LLC Attn: Michael Colyer, CEO 250 Park Ave S, 5 th Fl New York, NY 10003 Foundry Digital LLC Attn: Mike Colyer & Licia Barra 1100 Pittsford Victor Rd. Pittsford, NY 14534 Foundry Digital LLC c/o Milbank LLP Attn: Abhilash M. Raval, Eric K. Stodola & Edward R. Linden 55 Hudson Yards New York, NY 10001-2163 Phone: (212) 530-5000 Email: araval@milbank.com; estodola@milbank.com; elinden@milbank.com Foundry Digital LLC Attn: Mike Colyer & Licia Barra 350 East Ave., Suite 201 Rochester, NY 14604	Order Form, dated July 6, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com

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	<p>Email:mcolyer@foundrydigital.com; lbarra@foundrydigital.com</p> <p>Schulte Roth & Zabel LLP Counsel to Foundry Digital Attn: Kristine G. Manoukian & Peter J Amend 919 Third Avenue New York, NY 10022 Phone: (212) 756-2000 Email:Kristine.manoukian@srz.com; peter.amend@srz.com</p> <p>Porter Hedges LLP Counsel to Foundry Digital Attn: John F. Higgins, M. Shane Johnson & Megan N. Young-John 1000 Main St., 36th Fl. Houston, TX 77002 Phone: (713) 226-6000 Email:jhiggins@porterhedges.com; sjohnson@porterhedges.com; myoung-john@porterhedges.com</p> <p>HMB Legal Counsel Counsel to Foundry Digital LLC Attn: Ati P. Khatri 500 West Madison, Suite 3700 Chicago, IL 60661 Email: akhatri@hmblaw.com</p>					
Green Mining	<p>Green Mining Inc. 995 Quail Hollow Cr. Attn: Marc Sherman Dakota Dunes, SD 57049</p>	<p>Master Agreement, dated November 4, 2021 and Order Form</p>	<p>Compute North LLC</p>	<p>January 13, 2023</p>	<p>Wolf Hollow</p>	<p><u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com</p>

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Handal, Dmitri	Dmitri Handal 2555 Ponce de Leon Suite 600 Coral Gables, FL 33134	Master Agreement, dated July 26, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Handal, Dmitri	Dmitri Handal 2555 Ponce de Leon Suite 600 Coral Gables, FL 33134	Order Form, dated July 29, 2021	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Handal, Dmitri	Dmitri Handal 2555 Ponce de Leon Suite 600 Coral Gables, FL 33134	Order Form, dated November 5, 2021	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Konza Mining Fund I LP	Konza Mining Fund I LP 2005 Research Park Drive Attn: Hunter Harrison Manhattan, KS 66502	Master Agreement, dated October 21, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Luxor Tech	Luxor Tech 1100 Bellevue Way NE Bellevue, WA 98004	Master Agreement, dated September 3, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Omnific Ventures	Omnific Ventures Inc. 701 Tillery St, #12, Unit 108 Attn: Jay Bajaj Austin, TX 78702 Jay@omnificventures.com	Master Agreement, dated August 19, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Omnific Ventures	Omnific Ventures Inc. 701 Tillery St, #12, Unit 108 Attn: Jay Bajaj Austin, TX 78702 Jay@omnificventures.com	Order Form, dated April 14, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com

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Sphere 3D	<p>Sphere 3D 895 Don Mills Road Mississauga, ON M3C 1W3 Canada</p> <p>Sphere 3D Attn: Patricia Trompeter 10 Glenville St Greenwich, CT 06831 Patricia.trompeter@sphere3D.com</p> <p>Sphere 3D C/O Pryor Cashman LLP Attn: Seth H. Liebeman and Matthew W. Silverman 7 Times Square, 40th Floor New York, NY 10036-656 9 Slieberman@pryorcashman.com Msilverman@pryorcashman.com</p> <p>Sphere 3D C/O Andrews Myers, P.C. Attn: T. Josh Judd 1885 St. James Place, 15th Floor Houston, TX 77056 JJudd@AndrewsMyers.com</p>	Master Agreement, dated June 3, 2022 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<p><u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com</p>
Sphere 3D	<p>Sphere 3D 895 Don Mills Road Mississauga, ON M3C 1W3 Canada</p> <p>Sphere 3D Attn: Patricia Trompeter 10 Glenville St Greenwich, CT 06831 Patricia.trompeter@sphere3D.com</p>	Order Form, dated July 18, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<p><u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com</p>

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	<p>Sphere 3D C/O Pryor Cashman LLP Attn: Seth H. Liebeman and Matthew W. Silverman 7 Times Square, 40th Floor New York, NY 10036-656 9 Slieberman@pryorcashman.com Msilverman@pryorcashman.com</p> <p>Sphere 3D C/O Andrews Myers, P.C. Attn: T. Josh Judd 1885 St. James Place, 15th Floor Houston, TX 77056 JJudd@AndrewsMyers.com</p>					
TDTC US Corp (Tokenomics)	TDTC US Corp 200 Continental Drive Attn: David Gue Newark, DE 19713	Master Agreement, dated July 22, 2022 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Uluck (David Zhang)	<p>Uluck Technology PTE LTD 5001 Beach Road Attn: David Zhang Singapore 199588 David.zhang@uluckglobal.co.uk</p> <p>Uluck Technology PTE LTD 49 Northweald Ln Kingston upon Thames KT2 5GN England</p> <p>Uluck Technology PTE LTD 12 John Princes Street London W1G0JR England</p>	Master Agreement, dated July 14, 2021 and Order Form	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com

Counterparty Name	Counterparty Notice Information	Contract	Debtor	Proposed Rejection Date	Facility Location of Customer Miners	Contact Party for the Operator of the Facility Location
Wayfaring Company	Wayfaring Company 701 Tillery Street Austin, TX 78702	Master Agreement, dated April 20, 2021	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com
Wayfaring Company	Wayfaring Company 701 Tillery Street Austin, TX 78702	Order Form, dated April 15, 2022	Compute North LLC	January 13, 2023	Wolf Hollow	<u>US Bitcoin Corp.</u> Samuel Gage Director of Operations +1 (305) 224-6427 x821 sgage@usbtccorp.com